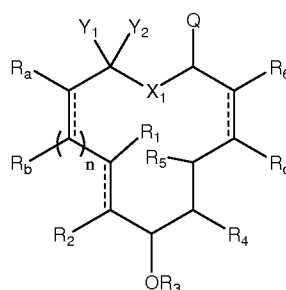


AMENDMENT TO THE CLAIMS

The following **Listing of Claims** will replace all prior versions, and listings of claims in the application.

1. (CURRENTLY AMENDED) A pharmaceutical composition comprising:
a pharmaceutically acceptable carrier, adjuvant or vehicle; and
a therapeutically effective amount of a compound for ~~treating~~ inhibiting tumor ~~metastases~~ metastasis having the structure:

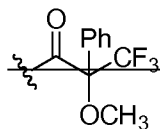


(I)

or pharmaceutically acceptable salt thereof;

wherein **R₁** and **R₂** are each independently hydrogen or lower alkyl;

R₃ is hydrogen or lower alkyl, heteroaliphatic, ~~alicyclic, heteroalicyclic, aryl or~~ heteroaryl moiety; or a ~~prodrug moiety or an oxygen protecting group~~;



R₄ is ~~halogen, -OR^{4A}, oxo, -OC(=O)R^{4A}, or -NR^{4A}R^{4B}~~; wherein each **R^{4A}** and **R^{4B}** ~~are~~ is independently hydrogen, lower alkyl ~~or lower alkoxy; a nitrogen protecting group~~ or an oxygen protecting group;

R₅ is hydrogen or lower alkyl;

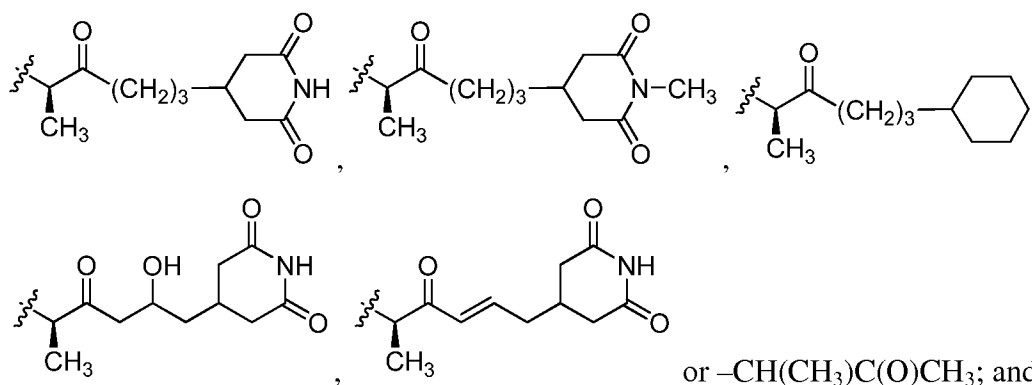
R₆ is lower alkyl;

R_a ~~and each occurrence of R_b and R_c~~ are independently hydrogen;

n is 3;

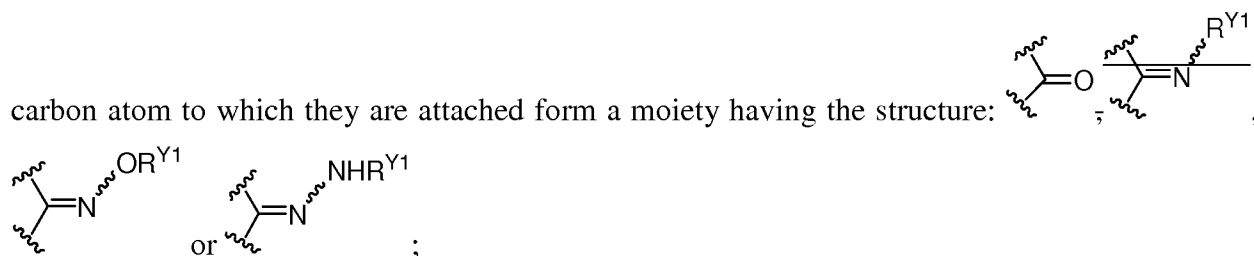
X₁ is O, NH, or CH₂-NR^{X1} ~~or CR^{X1}R^{X2}~~; wherein ~~R^{X1} and R^{X2}~~ are independently hydrogen;

Q is hydrogen, lower alkyl,



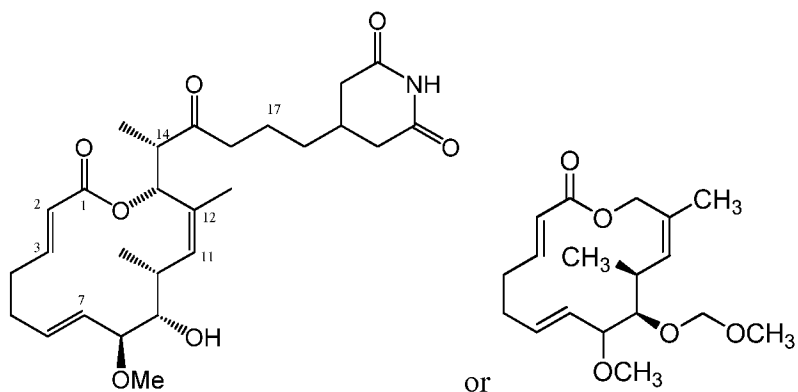
or $-\text{CH}(\text{CH}_3)\text{C}(\text{O})\text{CH}_3$; and

Y_1 and Y_2 are independently hydrogen, lower alkyl, or CF_3 ; or WR^{Y_1} ; wherein W is independently $-\text{O}-$, or $-\text{NR}^{\text{Y}_2}-$; wherein each occurrence of R^{Y_1} and R^{Y_2} is independently hydrogen, or lower alkyl; or an aliphatic, or heteroaliphatic, or Y_1 and Y_2 together with the



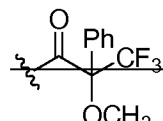
whereby the composition is formulated for administration to a subject, wherein a dosage of a compound of Formula I is between about 0.1 mg/kg to about 50 mg/kg of body weight,

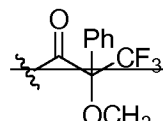
with the proviso that the compound does not have the following structure:



2. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 50 mg/kg of body weight.

3. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 40 mg/kg of body weight.
4. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 40 mg/kg of body weight.
5. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 30 mg/kg of body weight.
6. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 5 mg/kg to about 30 mg/kg of body weight.
7. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 30 mg/kg of body weight.
8. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 20 mg/kg of body weight.
9. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 20 mg/kg of body weight.
10. (ORIGINAL) The composition of claim 1, wherein the dosage is 10 mg/kg or greater of body weight.
11. (CURRENTLY AMENDED) The composition of claim 1, wherein:
R¹ and R² are each independently hydrogen or substituted or unsubstituted lower alkyl;
R₃ is hydrogen, or substituted or unsubstituted lower alkyl;



R_4 is ~~halogen, -OR^{4A}, -OC(=O)R^{4A}, oxo,~~  ~~or -NR^{4A}R^{4B}~~; wherein each R^{4A} and R^{4B} ~~are~~ is independently hydrogen, or substituted or unsubstituted lower alkyl ~~or lower alkoxy; a nitrogen protecting group or an oxygen protecting group;~~

R_5 is hydrogen or substituted or unsubstituted lower alkyl;

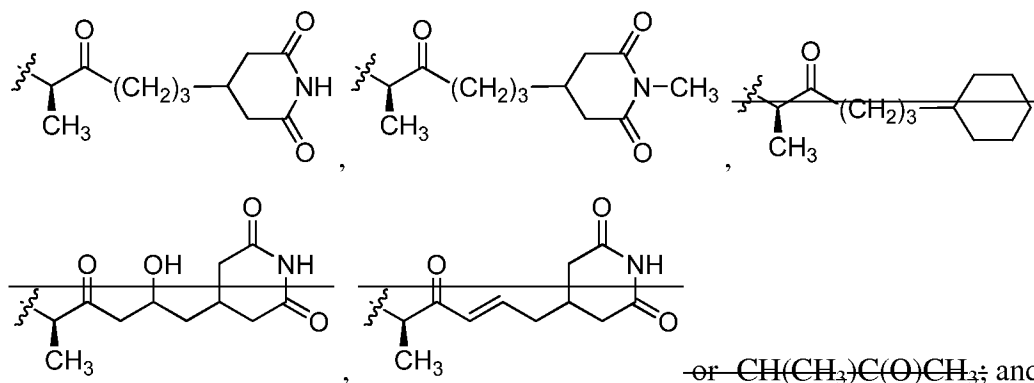
R_6 is substituted or unsubstituted lower alkyl;

R_a , and ~~each occurrence of~~ R_b and R_c are ~~independently~~ hydrogen;

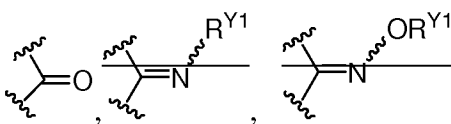
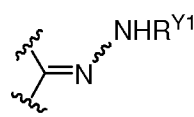
n is 3;

X_1 is O, NH, or CH₂-NR^{X1} ~~or CR^{X1}R^{X2}~~; wherein ~~R^{X1} and R^{X2} are independently~~ hydrogen;

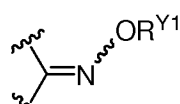
Q is hydrogen, lower alkyl,



Y_1 and Y_2 are independently hydrogen, lower alkyl, or CF_3 ; or WR^{Y1} ; wherein W is independently O, ~~or -NR^{Y2}~~, wherein each occurrence of R^{Y1} ~~and R^{Y2} is independently~~ hydrogen, ~~or an~~ lower alkyl, or heteroaliphatic, or Y_1 and Y_2 together with the carbon atom to which they

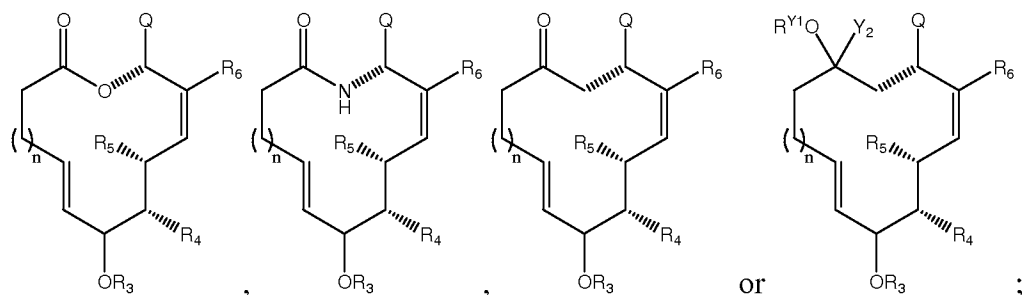
are attached form a moiety having the structure:  or ; or

Y_1 and Y_2 together with the carbon atom to which they are attached form a moiety having

the structure:  wherein R^{Y1} is lower alkyl or heteroaliphatic.



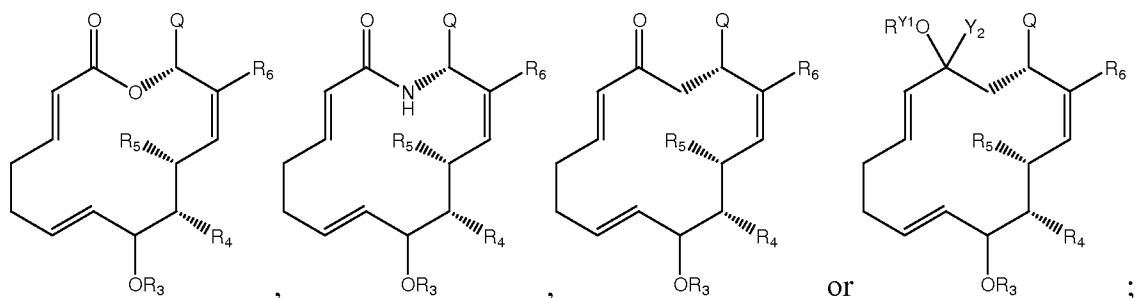
18. (PREVIOUSLY PRESENTED) The composition of claim 1, wherein R_3 is lower alkyl.
19. (PREVIOUSLY PRESENTED) The composition of claim 18, wherein R_3 is methyl.
20. (CURRENTLY AMENDED) The composition of claim 1, wherein R_4 is OH , ~~NH_2 or~~ halogen.
- 21-27. (CANCELED).
28. (WITHDRAWN/PREVIOUSLY PRESENTED) The composition of claim 12, wherein Y_1 is OR^{Y1} and Y_2 is lower alkyl; wherein R^{Y1} is hydrogen or lower alkyl.
29. (WITHDRAWN/PREVIOUSLY PRESENTED) The composition of claim 28, wherein Y_1 is OH and Y_2 is CF_3 .
30. (CURRENTLY AMENDED) The composition of claim 14[[1]] wherein ~~R_a , R_b and R_c are~~ each hydrogen, and the compound has one of the structures:



or pharmaceutically acceptable derivative thereof;

wherein R_3 - R_6 , n , and Q are as defined in claim 1; and Y_2 and R^{Y1} are independently hydrogen or lower alkyl.

31. (WITHDRAWN/PREVIOUSLY PRESENTED) The composition of claim 1 wherein the compound has the structure:

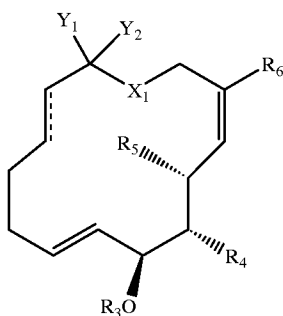


or pharmaceutically acceptable derivative thereof;

wherein R_3 - R_6 , and Q are as defined in claim 11; and Y_2 and R^{Y1} are independently hydrogen or lower alkyl.

32-40. (CANCELED).

41. (CURRENTLY AMENDED) The composition of claim 11 wherein the compound has the following structure:



or a pharmaceutically acceptable salt thereof;

wherein X_1 is CH_2 , NH or O ;

Y_1 and Y_2 are independently OH , CF_3 , $C(R^{Y1})_3$ or Y_1 and Y_2 taken together with the carbon atom to which they are attached are $-C=O$, wherein R^{Y1} is halo;

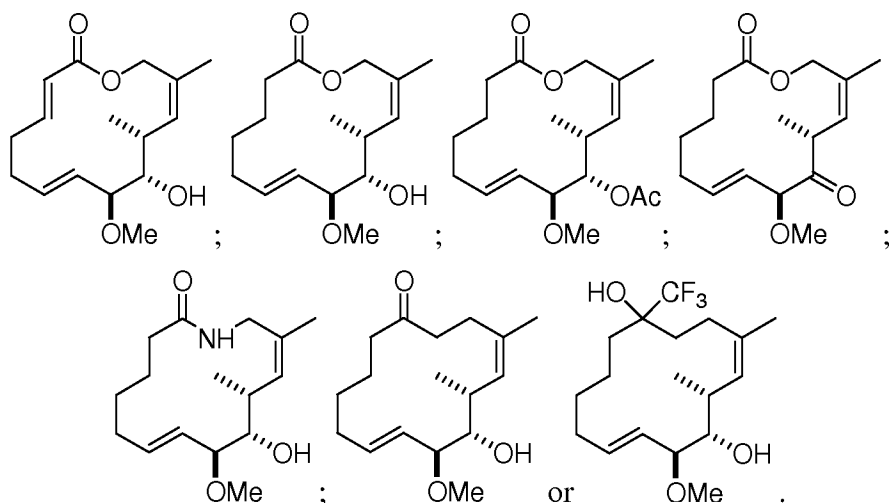
R_6 is lower alkyl;

R_5 is H or lower alkyl;

R_4 is OH , $-OAc$ or oxo; and

R_3 is lower alkyl.

42. (ORIGINAL) The composition of claim 41 wherein the compound has one of the following structures:



Claims 43 and 44 (CANCELED).

45. (ORIGINAL) The composition of claim 1, further comprising a cytotoxic agent.
46. (ORIGINAL) The composition of claim 45, wherein the cytotoxic agent is an anticancer agent.
47. (ORIGINAL) The composition of claim 1, further comprising a palliative agent.

Claims 48-62 (CANCELED).